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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 742
(Optical Cable Corporation Inc)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Optical Cable Corporation Inc ("Optical Cable Corporation Inc") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 742 (Optical Cable Corporation Inc) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on November 21, 2005, Optical Cable Corporation Inc filed proof of claim number 742 against Delphi Corporation, which asserts an unsecured non-priority claim in the amount of \$4,376.98 (the "Claim").

WHEREAS, on February 15, 2007, the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification ("Ninth Omnibus Claims Objection") (Docket No. 6968) (the "Objection").

WHEREAS, on March 12, 2007, Optical Cable Corporation Inc filed its response to the Objection (Docket No. 7227) (the "Response").

WHEREAS, to resolve the Objection with respect to the Claim, Delphi Connection Systems and Optical Cable Corporation Inc have agreed to enter into this Stipulation.

WHEREAS, pursuant to the Stipulation, Delphi Connection Systems acknowledges and agrees that the Claim shall be allowed against Delphi Connection Systems in

the amount of \$2,579.97.

WHEREAS, Optical Cable Corporation Inc acknowledges that it has been given the opportunity to consult with counsel before executing this Stipulation and is executing such Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Stipulation.

WHEREAS, Delphi Connection Systems is authorized to enter into this Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Optical Cable Corporation Inc stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$2,579.97 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Connection Systems.

2. The Response to the Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 11th day of January 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.

John K. Lyons

Ron E. Meisler

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/s/ Judith W. Price

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Debtors and Debtors-in-Possession

**TO BE COMPLETED ONLY IF THE PARTY SIGNING THIS STIPULATION IS NOT
THE SAME PARTY WHO FILED THE RESPONSE TO THE OBJECTION:**

As referenced on page 2 of the this Stipulation, _____, who filed the Response referred to on page 2 of this Stipulation, hereby consents to and authorizes the withdrawal with prejudice of the Response.

Name of Party Who
Filed Response:: _____
By: _____
Name: _____
Title: _____
Date: _____